

Jeffrey R. Gleit, Esq.
Allison H. Weiss, Esq.
SULLIVAN & WORCESTER LLP
1633 Broadway
New York, New York 10019
(212) 660-3000 (Telephone)
(212) 660-3001 (Facsimile)

Counsel to Service.com

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Reorganized Debtors.)	(Jointly Administered)
)	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**MOTION OF SERVICE.COM FOR ENTRY OF ORDER AUTHORIZING
THE REDACTED FILING OF THE LIMITED OBJECTION OF
SERVICE.COM TO GLOBAL ASSET SALE TRANSACTION
AND STATEMENT OF CONTINUED INTEREST IN PURCHASE OF
SEARS HOME IMPROVEMENT BUSINESS**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Service.com, in support of its *Motion for Entry of Order Authorizing the Redacted Filing of the Limited Objection to Global Asset Sale Transaction and Statement of Continued Interest in Purchase of Sears Home improvement Business*, respectfully represents in this motion (“the Motion”) as follows:

BACKGROUND

1. On October 15, 2018 (the “Petition Date”), Sears Holdings Corporation and its debtor affiliates (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”), jointly administered under Case No. 18-23538 (RDD).

2. This court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. Service.com, a creditor of Sears Home Improvement Business, in filing its Limited Objection and Statement of Continued Interest; portions of such document containing information covered by a Non-Disclosure Agreement (the “NDA”) between Service.com and the Debtors, Specifically Sears Holdings Corporation (“Sears”); respectfully requests that the Court allow it to file the Limited Objection and Statement of Continued Interest in redacted form.

RELIEF REQUESTED

4. By this Motion, Service.com requests, pursuant to sections 107(b) and 105(a) of the Bankruptcy Code, Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9018-1 of the Local Rules for the Court (the “Local Rules”), entry of an order (a) authorizing Service.com to file a redacted version of its Limited Objection and Statement of Continued Interest, filed contemporaneously with this Motion; and (b) directing that the Limited Objection and Statement of Continued Interest shall remain confidential and shall not be made available to any party other than (i) the Court, (ii) the creditors’ committee, (ii) the U.S. Trustee, on a confidential basis, (iii) any party deemed necessary by the consent of Service.com and the Debtors, and (c) granting such other and further relief as the Court deems just and proper. Service.com shall provide both proposed redacted and unredacted copies of the Limited Objection and Statement of Continued Interest to the Court.

5. A proposed form of order granting the relief requested in the Motion is attached hereto as **Exhibit A**.

BASIS FOR GRANTING RELIEF

6. The NDA prohibits disclosure of, among other things, the interactions between Sears and Service.com relating to the sale or purchase of the Sears Home Improvement Business (the “SHIP Business”).

7. The Limited Objection and Statement of Continued Interest Contains a significant and important summary of interactions and discussions between Sears and Service.com relating to the sale or purchase of the SHIP Business.

8. Consequently, Service.com respectfully requests that the Court permit Service.com to file as redacted those portions of its Limited Objection and Statement of Continued Interest that are covered by the NDA.

RESERVATION OF RIGHTS

9. Service.com reserves the right to supplement this Motion.

NOTICE

10. Service of this Limited Objection and Statement of Continued Interest was made in accordance with the Global Bidding Procedures Order and the *Amended Order Implementing Certain Notice and Case Management Procedures* [ECF No. 405].

NO PRIOR REQUEST

11. No prior request for the relief sought in this Motion has been made to this or any other Court in connection with these chapter 11 cases.

WHEREFORE, Service.com respectfully requests that the Court enter an order granting the relief requested herein and such other and further relief as is just.

DATED: New York, New York
January 26, 2019

SULLIVAN & WORCESTER LLP,

By: /s/Jeffrey R. Gleit
Jeffrey R. Gleit, Esq.
Allison H. Weiss, Esq.
1633 Broadway
New York, New York 10019
(212) 660-3000 (Telephone)
(212) 660-3001 (Facsimile)
jgleit@sandw.com
aweiss@sandw.com

Counsel to Service.com

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Reorganized Debtors.)	(Jointly Administered)
)	

**ORDER AUTHORIZING SERVICE.COM TO FILE A REDACTED LIMITED
OBJECTION TO GLOBAL ASSET SALE TRANSACTION AND
STATEMENT OF CONTINUED INTEREST IN PURCHASE OF
SEARS HOME IMPROVEMENT BUSINESS**

Upon the motion (the Motion)² of Service.com, pursuant to sections 107(b) and 105(a) of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), for an order authorizing Service.com to file a redacted version of its Limited Objection and Statement of Continued Interest, all as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 22 U.S.C. §§ 157(a)-(b) and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or the Limited Objection and Statement of Continued Interest, as applicable.

1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Motion having been given as provided in the Motion; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having determined the relief requested in the Motion to be appropriate and just, and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Service.com is authorized, but not directed, pursuant to sections 107(b) and 105(a) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1, to file a redacted version of the Limited Objection and Statement of Continued Interest with the information limited by the governing Non-Disclosure Agreement redacted.
3. The redacted information in the Limited Objection and Statement of Continued Interest shall remain confidential and shall not be made available to anyone other than to (i) the Court, (ii) the U.S. Trustee, on a confidential basis, and (iii) any party deemed necessary by the consent of Service.com and the Debtors.
4. Service.com shall submit an unredacted copy of the Limited Objection and Statement of Continued Interest to the Clerk of this Court in an envelope, clearly indicating that the same has been filed with redactions by order of the Court and may not be unredacted until and unless permitted by further order of the Court.

5. The Clerk of the Court shall treat the Limited Objection and Statement of Continued Interest as confidential, and counsel to Service.com shall contact the Clerk's Office regarding the return or disposition of the Limited Objection and Statement of Continued Interest as soon as practicable following the conclusion of Service.com's involvement in this case.

6. If the Limited Objection and Statement of Continued Interest is attached or referred to in any future pleadings or document filed with the Court relating to the above-captioned chapter 11 case, this Order shall apply to such pleading or document.

7. Service of the Motion, as set forth therein, is hereby deemed proper, timely, and due and sufficient notice of the Motion under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and no other or further notice of the Motion is required.

8. Nothing in this Order prejudices the rights of any party in interest, including the U.S. Trustee, to seek on appropriate motion, the unredaction of the Limited Objection and Statement of Continued Interest, or any part thereof.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
New York, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE